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**BEFORE THE**  
**ILLINOIS COMMERCE COMMISSION**

CHIEF CLERK'S OFFICE

Joint Application of North County )  
Communications Corporation and )  
North County Communications )  
Corporation of Illinois for Approval )  
of Transfer of Certificates of Service )  
Authority to provide Facilities-Based )  
and Resold Interexchange and Local )  
Exchange Telecommunications )  
Services and Related Transactions )

Application No. 07-0403

**JOINT APPLICATION AND REQUEST**  
**FOR EXPEDITED EX PARTE RELIEF**

Pursuant to Sections 7-203 and 7-204 of the Illinois Public Utilities Act, Applicants North County Communications Corporation (hereinafter referred to as "North County") and North County Communications Corporation of Illinois (hereinafter referred to as "North County Illinois") (hereinafter together referred to as the "Applicants"), by and through their undersigned regulatory representative, Klein Zelman Rothermel LLP, request the expedited ex parte approval of the Illinois Commerce Commission (hereinafter referred to as the "Commission") of a proposed agreement to transfer to North County Illinois the Certificates of Service Authority granted to North County to provide facilities-based and resold interexchange and local exchange telecommunications services in the State of Illinois.

In support of this Application, Applicants state the following:

**I. THE PARTIES**

**A. North County Communications Corporation**

North County was incorporated under the laws of the State of California on September 26, 1990. The principal business office of North County is located at 3802 Rosecrans Street, Suite 485, San Diego, California 92110. North County is licensed as a facilities-based and resold interexchange and local exchange telecommunications services provider in the State of Illinois. North County was granted Certificates of Service Authority to provide facilities-based and resold interexchange and local exchange telecommunications services by the Commission in Docket No. 08-0818, on April 11, 2001. North County is presently providing services in the State of Illinois. North County is certified to provide telecommunications services in 14 other states of the Union.

**B. North County Communications Corporation of Illinois**

North County Illinois is a California Corporation with its principal business office located at 3802 Rosecrans Street, Suite 485, San Diego, California 92110 and its Registered Agents office, National Registered Agents, Inc., located at 200 West Adam Street, Chicago, IL 60606. North County was organized on October 12, 2006, and received its Foreign Business Authorization on January 10, 2007. One copy of its Articles of Formation and Foreign Business Authorization is attached hereto as Exhibit 1 and Exhibit 2, respectively.

## **II. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL AND RELATED TRANSACTIONS**

Applicants seek authority to transfer North County's existing Certificates of Service Authority to North County Illinois. The principal result of the proposed change in ownership will be that the licenses held by North County will, upon application approval, be employed by North County Illinois to offer facilities-based and resold interexchange and local exchange telecommunications services to business and residential customers throughout the State of Illinois. To accomplish this transfer of control, North County's Certificates of Service Authority will be transferred from North County to North County Illinois, so that North County Illinois will become the owner of the Certificates of Service Authority and will have the authority to provide facilities-based and resold interexchange and local exchange telecommunications services in the State of Illinois.

North County and North County Illinois have common ownership. As such, the proposed transfer of control will have no adverse impact on consumers of the State of Illinois.

Consumers will continue to receive services under the North County name. As such, the proposed transaction will not in any way disrupt service nor cause inconvenience or confusion to the customers of North County .

North County Illinois possesses the technical, managerial and financial resources necessary to continue to provide reliable and low-cost telecommunications services to present customers of North County in the State of Illinois.

Attached hereto as Exhibit 3, is the current pro forma financial documentation for North County Illinois. Summaries of the professional experience and education of all key North County Illinois managerial personnel are collectively attached hereto as Exhibit 4.

North County Illinois pledges that it will comply with all applicable statutes, rules and regulations promulgated by the Commission.

### **III. DESIGNATED CONTACT**

The Applicants herein provide the following designated contact information for questions, notices, pleadings and other communications concerning this Application:

David Klein, Esq.  
Klein Zelman Rothermel LLP  
485 Madison Avenue, 15<sup>th</sup> Fl.  
New York, New York 10022  
Telephone: (212) 935-6020  
Facsimile: (212) 753-8101  
E-mail: [dklein@legal.org](mailto:dklein@legal.org)

#### IV. EX PARTE RELIEF

Applicants are unaware of any basis upon which any person could be, or could claim to have been, injured or otherwise negatively affected by the proposed transfer of control, or of any other basis upon which the Application could be classified as other than non-controversial.

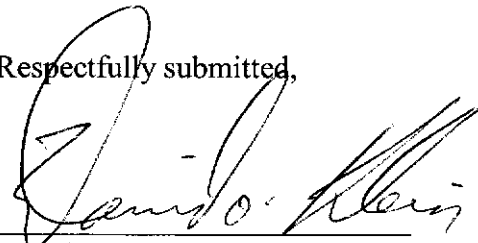
As discussed herein, ex parte approval is justified because the transfer of the Certificates of Service Authority (Transfer of Control) held by North County will not result in any changes in the rates, terms or conditions of North County's services.

#### IV. CONCLUSION

For the reasons set forth herein, the Applicants request expedited, ex parte approval of the represented Transfer of Control and related transactions described herein, allowing the Applicants to effectuate the terms of their transfer agreement, as soon as possible, but in no case later than October, 2007. Applicants also request that the Commission treat the financial documents filed with this Application as confidential documents protected from public dissemination.

Dated: July 3, 2007

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David O. Klein", is written over a horizontal line.

David O. Klein, Esq.  
Klein Zelman Rothermel LLP  
485 Madison Avenue, 15<sup>th</sup> Floor  
New York, NY 10022-5803  
(212) 935-6020  
Representative of Applicants

## VERIFICATION

STATE OF ~~CALIFORNIA~~ NEW YORK ) ss.  
COUNTY OF ~~SAN DIEGO~~ NEW YORK

Todd Lesser, being duly sworn, states that he files this Application as the President of North County Communications Corporation; that, in such capacity, he is qualified and authorized to file and verify such Application; that he has carefully examined all the statements and matters contained in the Application; and that all such statements made and matters set forth therein are true and correct to the best of his knowledge, information and belief. Affiant further states that the Application is made in good faith, with the intention of presenting evidence in support thereof in every particular.

Dated this 30 day of June, 2007.

North County Communications Corporation

Todd Lee

By: Todd Lesser  
President

Subscribed and sworn to before me, a  
Notary Public in and for the State and  
County above named, this 29 day  
of June, 2007.

Dana Charlton (Seal)  
Notary Public

**DANA CHARLTON**  
Notary Public, State of New York  
No. 01CH4512786  
Qualified in Bronx County  
Commission Expires November 30, 2029

My Commission expires: \_\_\_\_\_ **Co**

**VERIFICATION**

STATE OF CALIFORNIA           )  
  ) ss.  
COUNTY OF SAN DIEGO        )


Todd Lesser, being duly sworn, states that he files this Application as the President of North County Communications Corporation of Illinois; that, in such capacity, he is qualified and authorized to file and verify such Application; that he has carefully examined all the statements and matters contained in the Application; and that all such statements made and matters set forth therein are true and correct to the best of his knowledge, information and belief. Affiant further states that the Application is made in good faith, with the intention of presenting evidence in support thereof in every particular.

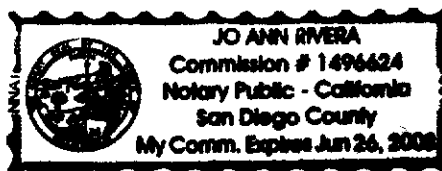
Dated this 29 day of June, 2007.

North County Communications  
Corporation of Illinois

  
By: Todd Lesser, President

Subscribed and sworn to before me, a  
Notary Public in and for the State and  
County above named, this 29 day  
of June, 2007.

 (Seal)  
Notary Public



My Commission expires: 6/26/08